

P93000027406

LAW OFFICE
FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER
SUITE 2100
200 SOUTH BISCAYNE BOULEVARD
Miami, Florida 33131

RONALD FIELDSTONE, P.A.
PAUL A. LESTER, P.A.
DAVID SHEAR, P.A.

LYNNE HAMPTON NOWELL

TELEPHONE (305) 982-1555
FACSIMILE (305) 982-1550

FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO:
HANZMAN CRIDEN
KORGE & CHAYKIN, P.A.

December 10, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Amendment Section

RE: Vincentina Partners, Inc.

Gentlemen:

Enclosed you will find the following:

1. Original and one copy of the Articles of Merger
2. Original and one copy of Plan of Merger
3. Our check in the amount of \$122.50, representing your filing fees.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,


Ronald R. Fieldstone

RRF/cs

Encl.

H:\LIBRARY\Clients\POPKIN\Letters\SS.L.wpd

Merger

900002372539--4
-12/15/97-01132-005
****122.50 ****122.50

FILED
97 DEC 15 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALL DEC 18 1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

RAINBOW OPTICS, INC., a New York corporation, P19775

INTO

VINCENTINA PARTNERS, INC., a Florida corporation, P93000027406

File date: December 15, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

OF

RAINBOW OPTICS, INC., A NEW YORK CORPORATION

and

VINCENTINA PARTNERS, INC., A FLORIDA CORPORATION

FILED
97 DEC 15 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida General Corporation Act governing the merger of a foreign corporation with and into a domestic corporation, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging corporation are Rainbow Optics, Inc. ("Rainbow"), which is a business corporation organized under the laws of the State of New York, and the existence of which will cease, and Vincentina Partners, Inc. ("Vincentina"), which is a business corporation organized under the laws of the State of Florida, and which shall be the surviving corporation.

2. The Plan of Merger for merging Rainbow into Vincentina was approved and adopted by the shareholders and directors entitled to vote of Rainbow on December 9, 1997, and the approval of the Plan of Merger was duly authorized by all actions required by the laws under which Rainbow is incorporated.

3. The laws of the jurisdiction of organization of Vincentina permit the merger of a business corporation of another jurisdiction with and into a business corporation of the jurisdiction of organization of Vincentina; and the merger of Rainbow with and into Vincentina is in compliance with the laws of the jurisdiction of organization of Vincentina.

4. Vincentina will continue its existence as the surviving corporation under its present name Vincentina Partners, Inc. pursuant to the provisions of the laws of the jurisdiction of its organization.

5. Vincentina does hereby agree that it may be served with process in the State of New York in any proceeding for the enforcement of any obligation of Rainbow and in any proceeding for the enforcement of the rights of a dissenting shareholder of Rainbow against Vincentina; does hereby irrevocably appoint the Secretary of State of the State of New York as its agent to accept service of process in any such proceeding; and does hereby agree that it will promptly pay to the dissenting shareholders of Rainbow the amount, if any, to which they shall be entitled under the provisions of the New York General Corporation Act with respect to the rights of dissenting shareholders.

6. The merger herein provided for shall become effective in the State of Florida on December 9, 1997.

Executed on Nov. 4, 1997.

Rainbow Optics, Inc., a New York corporation

By: [Signature]

Its President

[Signature]

Its Secretary

Executed on Nov. 4, 1997.

Vincentina Partners, Inc., a Florida corporation

By: [Signature]

Its President

[Signature]

Its Secretary

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Perry Popkin, as President and Secretary of Rainbow Optics, Inc., a New York corporation, who are personally known to me or who have produced _____ as identification and who did take an oath, acknowledged before me that they executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 4th day of November, 1997.

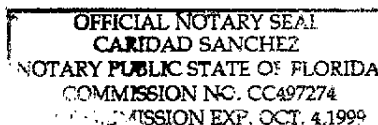
Signature

CARIDAD SANCHEZ

Print (Notary's Name)

Notary Public, State of Florida

Notarial Seal:



STATE OF FLORIDA)
COUNTY OF DADE)

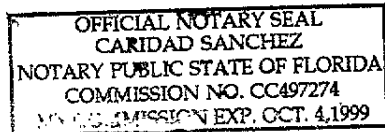
SS:

BEFORE ME, the undersigned authority personally appeared Perry Popkin, as President and Secretary of Vincentina Partners, Inc., a Florida corporation, who are personally known to me or who have produced _____ as identification and who did take an oath, acknowledged before me that they executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 4th day of November, 1997.

Caridad Sanchez
Signature

CARIDAD SANCHEZ
Print (Notary's Name)
Notary Public, State of Florida



Notarial Seal:

PLAN AND AGREEMENT OF MERGER
OF
RAINBOW OPTICS, INC., A NEW YORK CORPORATION
and
VINCENTINA PARTNERS, INC., A FLORIDA CORPORATION

PLAN AND AGREEMENT OF MERGER entered into on December 9, 1997 by Rainbow Optics, Inc., a business corporation of the State of New York ("Rainbow"), and approved by resolution adopted by its Board of Directors and Shareholders on December 9, 1997 and entered into on December 9, 1997 by Vincentina Partners, Inc., a business corporation of the State of Florida ("Vincentina"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Rainbow is a business corporation organized under the laws of the State of New York and which corporation is qualified to do business under the laws of the State of Florida with its principal offices located at 7942 FISHER ISLAND DR. MIAMI FL 33109; and

WHEREAS, the total number of shares of stock which Rainbow has authority to issue is 200, all of which are of one class and of 0 par value; and

WHEREAS, Vincentina is a business corporation organized under the laws of the State of Florida with its registered office therein located at 7942 Fisher Island Dr., Miami, FL 33109; and

WHEREAS, the total number of shares of stock which Vincentina has authority to issue is 7,500, all of which are of one class and of \$.01 par value; and

WHEREAS, the Florida General Corporation Act permits a merger of a business corporation of another jurisdiction with and into a business corporation of the State of Florida; and

WHEREAS the Business Corporation Law of the State of New York permits the merger of a business corporation of the State of New York into that of another jurisdiction; and

WHEREAS, Rainbow and Vincentina and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Rainbow with and into Vincentina pursuant to the provisions of the Florida General Corporation Act and pursuant to the provisions of the Business Corporation Law of the State of New York upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Rainbow and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Vincentina and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions

required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Rainbow and Vincentina shall, pursuant to the provisions of the Florida General Corporation Act and the provisions of the Business Corporation Law of the State of New York, be merged with and into a single corporation to wit, Vincentina, which shall be the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida General Corporation Act. The separate existence of Rainbow, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Business Corporation Law of the State of New York.

2. Annexed hereto and made a part hereof is a copy of the Articles of Incorporation of the surviving corporation as the same shall be in force and effect as the effective time in the State of Florida of the merger herein provided for; and said Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Florida General Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida General Corporation Act.

4. The following directors and officers in office of the surviving corporation at the effective time of the merger:

Perry Popkin

shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Business Corporation Law of the State of New York and upon behalf of the surviving corporation in accordance with the provisions of the Florida General Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed

by the laws of the State of New York and by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of New York and the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Florida shall be December 9, 1997.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed on NOV 4, 1997.

Rainbow Optics, Inc., a New York corporation

By: [Signature]

Its President

[Signature]

Its Secretary

Executed on November 4, 1997.

Vincentina Partners, Inc., a Florida corporation

By: [Signature]

Its President

[Signature]

Its Secretary

STATE OF FLORIDA)

)

COUNTY OF DADE)

SS:

BEFORE ME, the undersigned authority personally appeared Perry Popkin, as

President and Secretary of Rainbow Optics, Inc., a New York corporation, who are personally known to me or who have produced _____ as identification and who did take an oath, acknowledged before me that they executed the foregoing instrument for the purposes herein expressed.

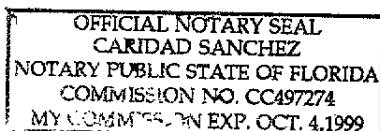
WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 4th day of November, 1997.

Signature

Print (Notary's Name)

Notary Public, State of Florida

Notarial Seal:



STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Perry Popkin, as President and Secretary of Vincentina Partners, Inc., a Florida corporation, who are personally known to me or who have produced _____ as identification and who did take an oath, acknowledged before me that they executed the foregoing instrument for the purposes herein expressed.

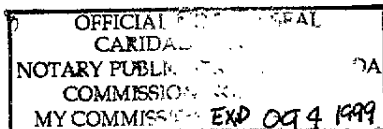
WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 4th day of November, 1997.

Signature

Print (Notary's Name)

Notary Public, State of Florida

Notarial Seal:



H:\LIBRARY\RA\WORK\CLIENTS\POPKIN\merger.plan.wpd

CERTIFICATE OF SECRETARY OF
VINCENTINA PARTNERS, INC., A FLORIDA CORPORATION

The undersigned, being the Secretary of Vincentina Partners, Inc., a Florida corporation, does hereby certify that the foregoing Plan and Agreement of Merger was submitted to the stockholders entitled to vote for said corporation at a special meeting thereof for the purpose of acting on the Plan and Agreement of Merger. All of the stockholders of said corporation waived, in a writing signed by them, notice of the time, place and purpose of said meeting, including the lapse of the 20-day period of time otherwise prescribed. At said meeting, the Plan and Agreement of Merger was considered by the stockholders entitled to vote for the corporation, and, a vote having been taken for the adoption or rejection by them of the Plan and Agreement of Merger, at least a majority of the outstanding stock entitled to vote for the corporation was voted for the adoption of the Plan and Agreement of Merger.

Dated: 10004, 1997.

corporation

VINCENTINA PARTNERS, INC., a Florida

By: 